

UNITED STATES DISTRICT COURT  
DISTRICT OF MASSACHUSETTS

----- X  
ALAN BROWN,

Plaintiff,

-against-

STATE STREET CORPORATION  
and STATE STREET GLOBAL  
ADVISORS,

Defendants.  
----- X

Case No. 05 Civ. 11178 (NG)

**DEFENDANTS' MOTION TO  
DISMISS COUNT I OF THE  
COMPLAINT PURSUANT TO  
FED. R. CIV. P. 12(b)(6)**

Defendants, State Street Corporation (the "Corporation") and State Street Global Advisors ("SSgA") (together, "State Street"), respectfully move, pursuant to Federal Rule of Civil Procedure 12(b)(6), to dismiss Count I of the Complaint in this action for failure to state a claim upon which relief can be granted. The grounds for this motion are set forth in the accompanying memorandum of law. A Declaration of Rex Lee is also submitted in support of this motion.

WHEREFORE, State Street respectfully requests that its motion be granted and that the Court dismiss Count I of the Complaint.

Dated: New York, New York  
August 16, 2005

Respectfully submitted,

QUINN EMANUEL URQUHART  
OLIVER & HEDGES, LLP

By: /s/ Peter Calamari  
Peter E. Calamari (*Pro Hac Vice*)  
Rex Lee (*Pro Hac Vice*)

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Attorneys for Defendants  
State Street Corporation  
and State Street Global Advisors

**Certificate Of Consultation**

Pursuant to Local Rule 7.1(a)(2), I certify that counsel have conferred and have attempted in good faith to resolve or narrow the issue presented by Defendants' Motion to Dismiss Count I of the Complaint Pursuant to Fed. R. Civ. P. 12(b)(6).

/s/ Peter Calamari